

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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<b>In re</b>	:
	:
<b>MOTORS LIQUIDATION COMPANY, <i>et al.</i>,</b>	:
<b>f/k/a General Motors Corp., <i>et al.</i></b>	:
	:
<b>Debtors.</b>	:
	:
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**Chapter 11 Case No.**

**09-50026 (REG)**

**(Jointly Administered)**

**ORDER APPROVING SETTLEMENT AGREEMENT**

**WHEREAS** Responsible Environmental Solutions Alliance (“**RESA**”) and Motors Liquidation Company (“**MLC**” and together with RESA, the “**Parties**”) entered into that certain settlement agreement annexed hereto (the “**Settlement Agreement**”) regarding the disbursement of proceeds to MLC resulting from a settlement between the Parties and Chemical Waste Management, Inc. (the “**CWM Settlement Proceeds**”), all as more fully described in the Settlement Agreement;

**WHEREAS** pursuant to the terms of the Settlement Agreement, the Settlement Agreement shall become effective upon entry of a final order of this Court approving the Settlement Agreement;

**WHEREAS** due and proper notice of the presentment of this Order has been provided, and no objections having been received;

**NOW**, after due deliberation and sufficient cause appearing therfor, it is

**ORDERED** that the Settlement Agreement is approved; and it is further

**ORDERED** that MLC is authorized to enter into the Settlement Agreement; and  
it is further

**ORDERED** that the Settlement Agreement shall be effective as of the date that this Order becomes a final order; and it is further

**ORDERED** that RESA shall pay, by wire transfer, to MLC the amount of \$161,263.63 as provided in the Settlement Agreement; and it is further

**ORDERED** that this Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

Dated: New York, New York  
**June 13, 2011**

**s/ Robert E. Gerber**  
United States Bankruptcy Judge